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9
10 **UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

11 In re:

12 **PG&E CORPORATION,**

13 **- and -**

14 **PACIFIC GAS AND ELECTRIC COMPANY,**

15 **Debtors.**

Case No. 19-30088 (DM)
Chapter 11
(Lead Case)
(Jointly Administered)

**STIPULATION BY AND BETWEEN
REORGANIZED DEBTORS AND
CITY AND COUNTY OF SAN
FRANCISCO REGARDING CLAIM
NO. 108511**

- 16 Affects PG&E Corporation
17 Affects Pacific Gas and Electric Company
 Affects both Debtors

18 * *All papers shall be filed in the Lead Case,
No. 19-30088 (DM).*

1 PG&E Corporation (“**PG&E Corp.**”) and Pacific Gas and Electric Company (the
2 “**Utility**”), as debtors and reorganized debtors (collectively, the “**Debtors**” and as reorganized
3 pursuant to the Plan,¹ the “**Reorganized Debtors**”) in the above-captioned cases (the “**Chapter**
4 **11 Cases**”) and the City and County of San Francisco (“**CCSF**,” and together with the
5 Reorganized Debtors, the “**Parties**”), by and through their respective counsel, hereby submit this
6 stipulation (the “**Stipulation**”) regarding Claim No. 108511 filed by CCSF. The Parties hereby
7 stipulate and agree as follows:

8 **RECITALS**

9 A. On January 29, 2019 (the “**Petition Date**”), PG&E Corporation (“**PG&E Corp.**”)
10 and Pacific Gas and Electric Company (the “**Utility**”), as debtors and debtors in possession
11 (collectively, the “**Debtors**” or, as reorganized pursuant to the Plan (as defined below), the
12 “**Reorganized Debtors**”) in the below captioned chapter 11 cases (the “**Chapter 11 Cases**”), each
13 commenced with the United States Bankruptcy Court for the Northern District of California (the
14 “**Bankruptcy Court**”) a voluntary case for relief under chapter 11 of title 11 of the United States
15 Code (the “**Bankruptcy Code**”), which Chapter 11 Cases have been consolidated for procedural
16 purposes only under the lead case styled: *PG&E Corporation and Pacific Gas and Electric*
17 *Company, Case No. 19-30088.*

18 B. On June 20, 2020, the Bankruptcy Court entered an Order [Docket No. 8053] (the
19 “**Confirmation Order**”) confirming the *Debtors’ and Shareholder Proponents’ Joint Chapter 11*
20 *Plan of Reorganization Dated June 19, 2020* [Docket No. 8048] (as may be further modified,
21 supplemented, or amended from time to time, and together with all schedules and exhibits thereto,
22 the “**Plan**”).² The Plan became effective on July 1, 2020.

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25 ¹ Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in
26 the *Debtors’ and Shareholder Proponents’ Joint Chapter 11 Plan of Reorganization Dated June*
27 *19, 2020* (as may be further modified, amended or supplemented from time to time, and together
28 with any exhibits or schedules thereto, the “**Plan**”).

² Capitalized terms used but not herein defined have the meanings ascribed to them in the Plan.

1 C. On October 18, 2019, Claimant timely filed proof of claim number 64163 in the
2 Chapter 11 Cases against the Debtors;

3 D. On June 3, 2022, Claimant timely filed proof of claim number 108511 (the “**Proof of**
4 **Claim**”), which amended and superseded claim number 64163. A copy of the Proof of Claim is
5 attached hereto as **Exhibit A**. The Subclaims of the Proof of Claim are identified on **Exhibit B**
6 attached hereto.

7 E. Pursuant to section 7.2 of the Plan, the Reorganized Debtors are authorized to, among
8 other things, compromise, settle, otherwise resolve, or withdraw any objections to Disputed Claims
9 (as defined in the Plan) and to compromise, settle, or otherwise resolve any Disputed Claims without
10 approval of the Bankruptcy Court; and

11 F. The Parties wish to document the resolution of the claims that are asserted by the
12 Claimant in the Proof of Claim.

13 **NOW, THEREFORE, UPON THE FOREGOING RECITALS, WHICH ARE**
14 **INCORPORATED AS THOUGH FULLY SET FORTH HEREIN, IT HEREBY IS**
15 **STIPULATED AND AGREED, BY AND BETWEEN THE PARTIES, THROUGH THE**
16 **UNDERSIGNED, AND THE PARTIES JOINTLY REQUEST THE BANKRUPTCY COURT**
17 **TO ORDER, THAT:**

- 1 1. The Proof of Claim is deemed withdrawn by Claimant with prejudice; provided,
2 however, that:
 - 3 a. Claimant is entitled to pursue Subclaim No. 108511-2—which pertains to ongoing
4 project work related to the Cross Bore Agreement dated October 14, 2014, and the
5 subsequent Amendments thereto—as if the Chapter 11 Cases had not been
6 commenced.
 - 7 b. Nothing herein shall affect or alter the terms of the Parties’ December 30, 2020,
8 settlement of the Gas House Cove matter described in Subclaim 108511-3.
 - 9 c. Claimant is entitled to pursue the following Subclaims, which are the subject of
10 FERC proceedings for which the automatic stay was modified pursuant to the *Order*
11 *Modifying the Automatic Stay for the City and County of San Francisco Regarding*
12 *FERC Proceedings* [Docket No. 2027], as if the Chapter 11 Cases had not been
13 commenced:
 - 14 i. Subclaim No. 108511-8, pertaining to FERC Case No. EL19-38;
 - 15 ii. Subclaim No. 108511-9, pertaining to FERC Case No. EL15-3-00, and
16 related consolidated disputes on servicing regarding the Wholesale

Distribution Tariff (FERC Case Nos. ER15-702, ER15-703, ER15-704, ER15-705, and ER15-735); and

- iii. Subclaim No. 108511-10, pertaining to FERC Case Nos. ER17-910, ER17-1509, ER17-2181, and ER18-1102.

d. Claimant is entitled to pursue the following Subclaims, which are for potential recovery pursuant to FERC Tariff Rate Proceedings, as defined by the Plan, as if the Chapter 11 Cases had not been commenced:

i. Subclaim No. 108511-11, pertaining to FERC Case No. ER19-13;

- ii. Subclaim No. 108511-12, pertaining to FERC Case No. ER17-2154; and

iii. Subclaim No. 108511-13, pertaining to FERC Case No. ER16-2320.

2. This Stipulation shall be binding on the Parties and each of their successors in interest.

3. This Stipulation shall constitute the entire agreement and understanding of the Parties relating to the subject matter hereof and supersedes all prior agreements and understandings relating to the subject matter hereof.

4. This Stipulation may be executed in counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same agreement.

5. The Bankruptcy Court shall retain jurisdiction to resolve any disputes or controversies arising from this Stipulation or any Order approving the terms of this Stipulation

6. Claimant acknowledges and agrees that the Reorganized Debtors or their agents are authorized to adjust the official claims register to reflect the withdrawal of the Proof of Claim pursuant to this Stipulation.

Dated: April 7, 2023

Dated: April 7, 2023

KELLER BENVENUTTI KIM LLP

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/s/ David A. Taylor

David A. Taylor

/s/ *Edward J. Tredinnick*

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